

**Exhibit B**

**Declaration of Marc L. Kesselman**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**PURDUE PHARMA L.P., et al.,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 19-23649 (RDD)**

**Jointly Administered**

**DECLARATION OF MARC L. KESSELMAN IN SUPPORT  
OF APPLICATION OF THE DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING  
THE DEBTORS TO EMPLOY AND RETAIN DAVIS POLK & WARDWELL LLP AS  
ATTORNEYS FOR THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

Marc L. Kesselman, Purdue Pharma L.P.'s ("PPLP", and together with its affiliates that are debtors and debtors in possession in these proceedings, the "Company" or "Purdue") Senior Vice President, General Counsel and Corporate Secretary, in support of the *Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date*, dated November 5, 2019 (the "Application"),<sup>2</sup> declares as follows:

1. I am Senior Vice President, General Counsel and Corporate Secretary of PPLP, a Delaware limited partnership headquartered in Stamford, Connecticut.

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

2. I submit this declaration (the “**Declaration**”) (a) in connection with the Application wherein the Debtors seek entry of an order authorizing the Debtors to employ and retain Davis Polk as their restructuring counsel in the Chapter 11 Cases *nunc pro tunc* to the Petition Date.

**The Debtors’ Selection of Davis Polk**

3. It is my strong belief that it is critical to select restructuring advisors with the utmost care to maximize the value of the Debtors’ estates, while at the same time focusing on costs to ensure that the Debtors’ limited resources are being appropriately utilized.

4. I, as Senior Vice President and General Counsel, along with several other members of the Debtors’ senior management, am responsible for retaining and supervising outside counsel. I am familiar with the markets for professionals both in and out of bankruptcy, and, in particular, Davis Polk’s preeminent restructuring practice and its work as restructuring counsel to numerous chapter 11 debtors and distressed companies that successfully restructured in and out of court.

5. Beginning in March 2018, PPLP retained Davis Polk to advise the Company on restructuring options under consideration. As the Debtors faced growing challenges related to the thousands of lawsuits pending against the Company, Davis Polk provided restructuring advice along with a broad array of other strategic and general corporate advice.

6. In preparation for the Chapter 11 Cases, the Debtors did not consider any other law firms for the role of restructuring counsel given Davis Polk’s extensive knowledge and experience with the Debtors, as well as their substantial experience representing debtors in chapter 11 cases.

7. Since 2018, Davis Polk has advised the Debtors on various restructuring issues, including both in-court and out-of-court strategies. During that time, Davis Polk has become intimately familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of the Chapter 11 Cases. I believe, for this reason, as well as because of Davis Polk's extensive experience in corporate reorganizations, that Davis Polk is both well-qualified and uniquely suited to represent the Debtors in the Chapter 11 Cases in an efficient and timely manner.

#### **Rate Structure and Cost Supervision**

8. Davis Polk has informed the Debtors that its billing rates and the material terms of the engagement are lower than or comparable to (a) Davis Polk's standard rates and the material terms for non-bankruptcy engagements and (b) the billing rates and terms of other comparably skilled counsel.

9. The Debtors understand that it is their responsibility to track their professionals' billing practices to be sure that the fees and expenses the estates pay are fair and reasonable, and the Debtors will review the fee statements of Davis Polk and of all of the Debtors' other professionals to ensure that continues to be the case.

10. Davis Polk and the Debtors are in the process of developing a prospective budget and staffing plan for the period from the Petition Date through January 15, 2020. I will review and work with Davis Polk on the budget and staffing plan. I also understand that, in the course of large chapter 11 cases such as these, it is likely that there will be unforeseen issues that the Debtors and Davis Polk will need to address.

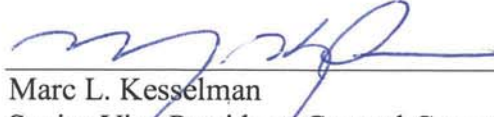
11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

*[Signature Page Follows]*

Dated: November 4, 2019  
New York, NY

**PURDUE PHARMA L.P.**

(for itself and on behalf of its affiliates  
that are debtors and debtors in possession)



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Marc L. Kesselman  
Senior Vice President, General Counsel & Corporate Secretary  
Purdue Pharma L.P.